

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-1**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**Vantiv, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**7389**  
(Primary Standard Industrial  
Classification Code Number)

**26-4532998**  
(I.R.S. Employer  
Identification Number)

**8500 Governor's Hill Drive  
Symmes Township, Ohio 45249  
(513) 900-5250**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Nelson F. Greene, Esq.  
Chief Legal Officer and Secretary  
8500 Governor's Hill Drive  
Symmes Township, Ohio 45249  
(513) 900-5250**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:**

**Alexander D. Lynch, Esq.**  
Weil, Gotshal & Manges  
767 Fifth Avenue  
New York, New York 10153  
(212) 310-8000 (Phone)  
(212) 310-8007 (Fax)

**Richard J. Sandler, Esq.**  
Davis Polk & Wardwell LLP  
450 Lexington Avenue  
New York, New York 10017  
(212) 450-4000 (Phone)  
(212) 701-5224 (Fax)

**Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  Registration No. 333-185222.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller  
reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A common stock, \$0.00001 par value per share	450,000(1)	\$20.10(2)	\$9,045,000	\$1,234

(1) This amount is in addition to the 13,250,000 shares of Class A common stock registered under the registration statement originally declared effective on December 6, 2012 (File No. 333-185222) and includes shares of Class A common stock that may be purchased by the underwriters upon exercise of an option to purchase additional shares.

(2) Based on the public offering price.

**This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This registration statement relates to the registrant’s prior registration statement on Form S-1 (Registration No. 333-185222), originally filed on November 30, 2012, as amended (together with its exhibits the “Prior Registration Statement”), which was declared effective on December 6, 2012. The Prior Registration Statement is incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cincinnati, State of Ohio, on December 6, 2012.

Vantiv, Inc.

By: /s/ Nelson F. Greene
Name: Nelson F. Greene
Title: Chief Legal Officer and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on December 6, 2012.

Table with 2 columns: Signature and Title. Rows include Charles D. Drucker (Chief Executive Officer, President and Director), Mark L. Heimbouch (Chief Financial Officer), Jeffrey Stiefler (Chairman), Lee Adrean (Director), Lori A. Beer (Director), Greg Carmichael (Director), Gary L. Lauer (Director), John Maldonado (Director), David Mussafer (Director), Christopher Pike (Director), Daniel Poston (Director), and Thomas Ryan (Director).

\*By: /s/ Nelson F. Greene
Attorney-in-Fact

EXHIBIT INDEX

Table with 2 columns: Exhibit Number and Description.

- 5.1 Opinion of Weil Gotshal & Manges LLP (incorporated by reference to Exhibit 5.1 filed with the Prior Registration Statement).
- 23.1 Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm, relating to Vantiv, Inc.
- 23.2 Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm, relating to Vantiv Holding, LLC and Transactive Ecommerce Solutions Inc.
- 23.3 Consent of PricewaterhouseCoopers LLP, Independent Auditors, relating to NPC Group, Inc.
- 23.4 Consent of Weil, Gotshal & Manges LLP (included in Exhibit 5.1).
- 24.1 Power of Attorney (included in signature page to the Prior Registration Statement).

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated February 21, 2012 (July 23, 2012 as to the effects of the stock split described in Note 20), relating to the consolidated financial statements of Vantiv, Inc. (formerly known as Advent-Kong Blocker Corp.) as of and for the years ended December 31, 2011 and 2010 and for the six-month period ended December 31, 2009, (which report expresses an unqualified opinion and includes an explanatory paragraph related to Vantiv, Inc. changing its method of presenting comprehensive income in 2011 due to the adoption of Financial Accounting Standards Board Accounting Standards Update No. 2011-05, "Comprehensive Income (Topic 220): *Presentation of Comprehensive Income*," which has been applied retrospectively to all periods presented) appearing in the Prospectus included in Registration Statement No. 333-185222 on Form S-1 (as amended).

/s/ Deloitte & Touche LLP

Cincinnati, OH

December 6, 2012

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated November 9, 2011 relating to the combined financial statements of Vantiv Holding, LLC (formerly known as FTPS Holding, LLC) and Transactive Ecommerce Solutions Inc. for the six-month period ended June 30, 2009 appearing in the Prospectus included in Registration Statement No. 333-185222 on Form S-1 (as amended)

/s/ Deloitte & Touche LLP

Cincinnati, OH

December 6, 2012

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**Consent of Independent Accountants**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of Vantiv, Inc. (the "Company") of our report dated April 27, 2010 relating to the consolidated statements of operations and comprehensive loss and consolidated statements of cash flows for the three years in the period ended December 31, 2009 of NPC Group, Inc., which appear in Amendment No. 1 to the Company's Registration Statement on Form S-1 (No. 333-185222).

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP  
Houston, Texas  
December 6, 2012

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